

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

<hr/>)	
In re:)	Chapter 11
)	
W.R. GRACE & CO., <u>et al.</u>,)	Case No. 01-1139 (JKF)
)	
Debtors.)	Objection Deadline: January 16, 2013 at 4:00 p.m.
<hr/>)	Hearing: Schedule if Necessary (Negative Notice)

**NOTICE OF FILING OF EIGHTY-SECOND MONTHLY INTERIM
APPLICATION OF ORRICK, HERRINGTON & SUTCLIFFE LLP,
BANKRUPTCY COUNSEL TO DAVID T. AUSTERN,
ASBESTOS PI FUTURE CLAIMANTS' REPRESENTATIVE**

TO: (1) The Debtors; (2) Counsel to the Debtors; (3) The Office of the United States Trustee; (4) Counsel to the Official Committee of Unsecured Creditors; (5) Counsel to the Official Committee of Asbestos Personal Injury Claimants; (6) Counsel to the Official Committee of Asbestos Property Damage Claimants; (7) Counsel to the Official Committee of Equity Holders; (8) Counsel to the Debtors-in-Possession Lender; and (9) the Fee Auditor

Orrick, Herrington & Sutcliffe LLP, bankruptcy counsel to David T. Austern, Asbestos PI Future Claimants' Representative (the "FCR"), has filed and served its Eighty-Second Monthly Application of Orrick, Herrington & Sutcliffe LLP for Compensation for Services Rendered and Reimbursement of Expenses as bankruptcy counsel to the FCR for the time period November 1, 2012 through November 30, 2012, seeking payment of fees in the amount of \$44,938.40 (80% of \$56,173.00), and expenses of \$1,812.36, for a total amount of \$46,750.76 (the "Application").

This Application is submitted pursuant to the Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement for Expenses for Professionals and Official Committee Members signed April 17, 2002, amending

the Court's Administrative Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Allowance and Payment of Monthly Interim Compensation and Reimbursement of Expenses of Professionals, entered May 3, 2001 (collectively, the "Administrative Order").

Objections or responses to the Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, Fifth Floor, Wilmington, DE 19801, on or before **January 16, 2013 at 4:00 P.M., Eastern Time.**

At the same time you must also serve a copy of the objections or responses, if any, upon the following: (i) co-counsel to David T. Austern, FCR, Roger Frankel, Esquire and Richard H. Wyron, Esquire, Orrick, Herrington & Sutcliffe LLP, 1152 15th Street, NW, Washington, DC 20005 and John C. Phillips, Esquire, Phillips, Goldman & Spence, P.A., 1200 North Broom Street, Wilmington, DE 19806; (ii) co-counsel for the Debtors, John Donley, Esquire, and Adam Paul, Esquire, Kirkland & Ellis, LLP, 300 North LaSalle, Chicago, IL 60654 and Laura Davis Jones, Esquire, Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705; (iii) co-counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038-4982 and Michael R. Lastowski, Esquire, Duane Morris, LLP, 222 Delaware Avenue, Suite 1600, Wilmington, DE 19801; (iv) co-counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Bilzin, Sumberg, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, FL 33131 and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market

Street, Suite 904, P.O. Box 1351, Wilmington, DE 19899; (v) co-counsel to the Official Committee of Asbestos Personal Injury Claimants, Elihu Inselbuch, Esquire, Rita C. Tobin, Esquire, Caplin & Drysdale, Chartered, 600 Lexington Avenue, 21st Floor, New York, NY 10022-6000 and Mark T. Hurford, Esquire, Campbell & Levine, LLC, 800 N. King Street, Suite 300, Wilmington, DE 19899; (vi) co-counsel to the DIP Lender, J. Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite 5800, Chicago, IL 60606 and Neil B. Glassman, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. Box 25130, Wilmington, DE 19899; (vii) counsel to the Official Committee of Equity Holders, Thomas Moers Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 919 Third Avenue, New York, NY 10022; (viii) the Office of the United States Trustee, ATTN: David M. Klauder, Esquire, 844 N. King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801; and (ix) the Fee Auditor, Warren H. Smith, Warren H. Smith and Associates, 2235 Ridge Road, Suite 105, Rockwall, TX 75087.

Any questions regarding this Notice or attachments may be directed to undersigned counsel.

ORRICK, HERRINGTON & SUTCLIFFE LLP

By: /S/ RICHARD H. WYRON

Roger Frankel, admitted *pro hac vice*
Richard H. Wyron, admitted *pro hac vice*
Debra L. Felder, admitted *pro hac vice*
Columbia Center
1152 15th Street, NW
Washington, DC 20005
(202) 339-8400

—and—

PHILLIPS, GOLDMAN & SPENCE, P.A.
John C. Phillips, Jr. (#110)
1200 North Broom Street
Wilmington, DE 19806
(302) 655-4200

*Co-Counsel to David T. Austern,
Asbestos PI Future Claimants' Representative*

Dated: December 27, 2012

The total time expended for fee application preparation during this time period is 15.10 hours and the corresponding fees are \$6,617.00 and \$471.55 expenses for Orrick's fee applications and 7.80 hours and \$2,866.00 in fees and \$9.30 expenses for the FCR and/or his other professionals' fee applications. Any additional time spent for these matters will be requested in subsequent monthly interim applications.

This is Orrick's Eighty-Second interim fee application for the period November 1-30, 2012. Orrick has previously filed with the Court the following interim fee applications since January 1, 2011:

<u>Interim Period</u>	<u>Fees @ 100%</u>	<u>Fees @ 80%</u>	<u>Expenses @ 100%</u>	<u>Total Fees @ 80% & 100% Expenses</u>
Sixtieth Interim Period January 1-31, 2011	\$142,974.50	\$114,379.60	\$6,115.18	\$120,494.78
Sixty-First Interim Period February 1-28, 2011	\$195,201.25	\$156,161.00	\$3,054.18	\$159,215.18
Sixty-Second Interim Period March 1-31, 2011	\$141,980.50	\$113,584.40	\$5,731.66	\$119,316.06
Sixty-Third Interim Period April 1-30, 2011	\$154,351.50	\$123,481.20	\$2,133.98	\$125,615.18
Sixty-Fourth Interim Period May 1-31, 2011	\$291,949.00	\$233,559.20	\$2,719.72	\$236,278.92
Sixty-Fifth Interim Period June 1-30, 2011	\$264,461.50	\$211,569.20	\$1,596.62	\$213,165.82
Sixty-Sixth Interim Period July 1-31, 2011	\$183,305.50	\$146,664.40	\$2,125.45	\$148,769.85
Sixty-Seventh Interim Period August 1-31, 2011	\$217,453.75	\$173,963.00	\$4,824.26	\$178,787.26
Sixty-Eighth Interim Period September 1-30, 2011	\$85,516.00	\$68,412.80	\$528.14	\$68,940.94
Sixty-Ninth Interim Period October 1-31, 2011	\$95,133.50	\$76,106.80	\$1,485.24	\$77,592.04
Seventieth Interim Period November 1-30, 2011	\$76,170.00	\$60,936.00	\$1,446.67	\$62,382.67
Seventy-First Interim Period December 1-31, 2011	\$30,886.00	\$24,708.80	\$159.19	\$24,549.61
Seventy-Second Interim Period January 1-31, 2012	\$156,083.25	\$124,866.60	\$4,233.85	\$129,100.45
Seventy-Third Interim Period February 1-29, 2012	\$143,730.00	\$114,984.00	\$509.24	\$115,493.24
Seventy-Fourth Interim Period March 1-31, 2012	\$162,735.00	\$130,188.00	\$2,707.78	\$132,895.78
Seventy-Fifth Interim Period April 1-30, 2012	\$143,709.00	\$114,967.20	\$110.10	\$114,977.30
Seventy-Sixth Interim Period May 1-31, 2012	\$179,513.25	\$143,610.60	\$3,284.58	\$146,895.18
Seventy-Seventh Interim Period June 1-30, 2012	\$109,907.50	\$87,926.00	\$2,533.29	\$90,459.29
Seventy-Eighth Interim Period July 1-31, 2012	\$249,687.25	\$199,749.80	\$1,697.47	\$201,447.27
Seventy-Ninth Interim Period August 1-31, 2012	\$176,205.00	\$140,964.00	\$2,175.83	\$143,139.83
Eightieth Interim Period September 1-30, 2012	\$126,686.00	\$101,348.80	\$2,331.17	\$103,679.97
Eighty-First Interim Period October 1-31, 2012	\$210,928.00	\$168,742.40	\$1,960.37	\$170,702.77

To date, Orrick has received payments* since its January 2012 statement from the Debtors in the following amounts:

- \$129,100.45 representing 80% of fees and 100% of expenses for January 2012
- \$115,493.24 representing 80% of fees and 100% of expenses for February 2012
- \$132,895.78 representing 80% of fees and 100% of expenses for March 2012
- \$115,078.30 representing 80% of fees and 100% of expenses for April 2012
- \$146,895.18 representing 80% of fees and 100% of expenses for May 2012
- \$ 90,459.29 representing 80% of fees and 100% of expenses for June 2012
- \$201,447.27 representing 80% of fees and 100% of expenses for July 2012
- \$143,139.83 representing 80% of fees and 100% of expenses for August 2012
- \$103,679.97 representing 80% of fees and 100% of expenses for September 2012
- \$ 92,509.65 representing 20% holdback of fees for January-March 2012

*This list reflects payments received as of December 25, 2012.

COMPENSATION SUMMARY**NOVEMBER 1-30, 2012**

<u>Name of Professional Person</u>	<u>Position of Applicant, No. of Years in Position, Prior Relevant Experience, Yr. Obtained License to Practice, Area of Expertise</u>	<u>Hourly Billing Rate</u>	<u>Total Billed Hours</u>	<u>Total Fees</u>
Roger Frankel	Partner, 29 years in position; 41 years relevant experience; 1971, Restructuring	\$995	28.30	\$28,158.50
Peri N. Mahaley	Of Counsel, 20 years in position; 33 years relevant experience; 1979, Insurance	\$665	1.10	\$731.50
Richard H. Wyron	Partner, 23 years in position; 33 years relevant experience; 1979, Restructuring	\$875	18.00	\$15,750.00
Debra L. Felder	Associate, 10 years in position; 10 years relevant experience; 2002, Restructuring	\$650	10.10	\$6,565.00
Debra O. Fullem	Bankruptcy Research Specialist	\$270	18.40	\$4,968.00
TOTAL			75.90	\$56,173.00
Blended Rate: \$740.09				

COMPENSATION BY PROJECT CATEGORY**NOVEMBER 1-30, 2012**

<u>Project Category</u>	<u>Total Hours</u>	<u>Total Fees</u>
Compensation of Professionals–Other	7.80	\$2,866.00
Compensation of Professionals–Orrick	15.10	\$6,617.00
Insurance	1.10	\$731.50
Litigation	51.90	\$45,958.50
TOTAL	75.90	\$56,173.00

EXPENSE SUMMARY**NOVEMBER 1-30, 2012**

<u>Expense Category</u>	<u>Total</u>
Duplicating	\$340.10
Express Delivery	\$12.79
Pacer	\$546.40
Postage	\$154.05
Travel–Air	\$759.02
TOTAL	\$1,812.36

Orrick's Client Charges and Disbursements Policy effective April 10, 2012, is as follows:

a. ***Duplicating*** -- It is Orrick's practice to charge all clients of the Firm for duplicating at the in-house rate of 20¢ per page; however, Orrick has reduced the duplicating cost to 10¢ per page in order to comply with the Local Rules of this Court. This charge includes the cost of maintaining the duplicating facilities and the actual cost involved with respect to the duplication. Color copies are charged at \$1.25 per page.

b. ***Long Distance Telephone and Facsimile Charges*** -- Orrick charges clients for long distance telephone calls but not for local telephone calls. Necessary mobile phone usage is reimbursed to professionals submitting an appropriate bill. Out-going facsimile transmissions are charged at \$1.75 per page, plus any long-distance calling cost, and there is no charge for incoming facsimiles.

c. ***Messenger and Courier Service*** -- It is Orrick's practice to use Federal Express or similar express mail delivery and third-party messenger services only in exigent circumstances (i.e., when needed to meet a deadline or when a next-day response from the recipient was necessary or beneficial to the case) and only when less costly than other available alternatives.

d. ***Overtime*** -- It is Orrick's practice to allow staff and certain paraprofessionals in its Washington D.C. office working more than 3 hours of overtime to charge a meal to the appropriate client at a meal charge of up to \$7.50. It is Orrick's practice to allow professionals and support staff to charge a car service or cab to the appropriate client when working at least 2 hours of overtime. Orrick endeavored not to incur overtime charges unless necessary to benefit the case and in certain exigent circumstances.

e. ***Computerized Research*** -- It is Orrick's practice to use computer-assisted legal research when it is efficient to do so. Use of fee based internet research services is charged at Orrick's cost.

Respectfully submitted,

ORRICK, HERRINGTON & SUTCLIFFE LLP

By: /S/ RICHARD H. WYRON

Roger Frankel, admitted *pro hac vice*

Richard H. Wyron, admitted *pro hac vice*

Debra L. Felder, admitted *pro hac vice*

Columbia Center

1152 15th Street, NW

Washington, DC 20005

(202) 339-8400

Counsel to David T. Austern,

Asbestos PI Future Claimants' Representative

Dated: December 27, 2012

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

W.R. GRACE & CO., et al.,

Debtors.

Chapter 11

Case No. 01-1139 (JKF)

VERIFICATION

DISTRICT OF COLUMBIA, TO WIT:

Richard H. Wyron, after being duly sworn according to law, deposes and says:

1. I am a Partner in the applicant law firm Orrick, Herrington & Sutcliffe LLP (“Orrick”) and have been admitted *pro hac vice* to appear in these cases.

2. I have personally performed certain of the legal services rendered by Orrick as counsel to David T. Austern as Asbestos PI Future Claimants’ Representative (“FCR”) and am familiar with the work performed on behalf of the FCR by the lawyers, legal assistants, and other professionals of Orrick as set forth in the invoices attached as Exhibit A to Orrick’s monthly interim application (the “Application”).

3. I have reviewed the Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. I have reviewed the requirements of Local Rule 2016-2 and the Administrative Order, as amended, dated April 17, 2002, and I believe the Application to be in compliance therewith.

/S/ RICHARD H. WYRON
RICHARD H. WYRON

SWORN AND SUBSCRIBED TO BEFORE ME
THIS 27th DAY OF DECEMBER 2012

/S/ MILDRED A. AUSTIN
Notary Public

My commission expires: April 30, 2013

CERTIFICATE OF SERVICE

I, DEBRA O. FULLEM do hereby certify that I am over the age of 18, and that on December 27, 2012, I caused the *Notice, Cover Sheet to Eighty-Second Monthly Interim Application of Orrick, Herrington & Sutcliffe LLP, Bankruptcy Counsel to David T. Austern, Asbestos PI Future Claimants' Representative for Compensation for Services Rendered and Reimbursement of Expenses for the Time Period November 1-30, 2012* to be served upon those persons as shown below in the manner set forth therein.

Email: ljones@pszjlaw.com
Laura Davis Jones, Esquire
James E. O'Neil, Esquire
Pachulski Stang Ziehl & Jones LLP

Email: vdimaiio@parcelsinc.com
Vito I. DiMaio
Parcels, Inc.

Email: david.klauder@usdoj.gov
David M. Klauder, Esquire
Office of the United States Trustee

Email: feeaudit@whsmithlaw.com and bruhlander@whsmithlaw.com
First Class Mail, Postage Prepaid:
Warren H. Smith, Fee Auditor
Warren H. Smith & Associates
2235 Ridge Road, Suite 105
Rockwall, TX 75087

E-mail: richard.finke@grace.com
Richard Finke
W.R. Grace and Co.

E-mail: nglassman@bayardfirm.com
(Local Counsel to DIP Lender)
Neil B. Glassman, Esquire
The Bayard Firm

E-mail: mhurford@camlev.com
(Local Counsel to Asbestos Claimants)
Mark T. Hurford, Esquire
Campbell & Levine, LLC

E-mail: ttacconelli@ferryjoseph.com
(Local Counsel for Property Damage Claimants)
Theodore Tacconelli, Esquire
Ferry & Joseph, P.A.

E-mail: mlastowski@duanemorris.com
(Local Counsel to Official Committee of Unsecured Creditors)
Michael R. Lastowski, Esquire
Duane Morris, LLP

E-mail: rhiggins@rogerhigginslaw.com
Roger J. Higgins, Esquire
The Law Office of Roger Higgins, LLC

E-mail: tcurrier@saul.com
(Local Counsel for Official Committee of Equity Holders)
Teresa K.D. Currier, Esquire
Saul Ewing LLP

E-mail: jdonley@kirkland.com; apaul@kirkland.com
(Counsel to Debtor)
John Donley, Esquire and Adam Paul, Esquire
Kirkland & Ellis

E-mail: pvn1@capdale.com
(Official Committee of Personal Injury Claimants)
Elihu Inselbuch, Esquire and Peter Van N. Lockwood, Esquire
Caplin & Drysdale, Chartered

E-mail: lkruger@stroock.com
(Official Committee of Unsecured Creditors)
Lewis Kruger, Esquire
Stroock & Stroock & Lavan LLP

E-mail: jsakalo@bilzin.com
(Official Committee of Property Damage Claimants)
Scott L. Baena, Esquire and Jay Sakalo, Esquire
Bilzin Sumberg Baena Price & Axelrod LLP

E-mail: david.heller@lw.com and carol.hennessey@lw.com
(Counsel to DIP Lender)
J. Douglas Bacon, Esquire
Latham & Watkins

E-mail: pbentley@kramerlevin.com
(Counsel to Official Committee of Equity Holders)
Philip Bentley, Esquire
Kramer Levin Naftalis & Frankel LLP

/S/ DEBRA O. FULLEM
Debra O. Fullem

EXHIBIT A
ORRICK, HERRINGTON & SUTCLIFFE LLP
INVOICES FOR THE TIME PERIOD
NOVEMBER 1-30, 2012